

CROSS COUNTRY HEALTHCARE INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/07/17

Address	5201 CONGRESS AVENUE SUITE 100B BOCA RATON, FL 33487
Telephone	8003472264
CIK	0001141103
Symbol	CCRN
SIC Code	7363 - Help Supply Services
Industry	Employment Services
Sector	Industrials
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

CROSS COUNTRY HEALTHCARE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware **13-4066229**
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

5201 Congress Avenue, Suite 100B
Boca Raton, Florida **33487**
(Address of Principal Executive Offices) (Zip Code)

Cross Country Healthcare, Inc. 2014 Omnibus Incentive Plan
(f/k/a Cross Country Healthcare, Inc. 2007 Stock Incentive Plan)
(Full Title of the Plan)

William J. Grubbs
Chief Executive Officer and President
Cross Country Healthcare, Inc.
5201 Congress Avenue, Suite 100B
Boca Raton, Florida 33487
(Name and Address of Agent for Service)

Copies to:
Stephen W. Rubin, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, New York 10036
(212) 969-3000

(561) 998-2232
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

<u>Title Of Securities To Be Registered</u>	<u>Amount To Be Registered ⁽¹⁾</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Amount Of Registration Fee ⁽³⁾</u>
Common Stock, par value \$0.0001 per share	2,000,000	\$ 11.675	\$ 23,350,000	\$ 2,706.27
	⁽²⁾	⁽²⁾		

- (1) This Registration Statement covers 2,000,000 additional shares of common stock, par value \$0.0001 per share ("Common Stock"), of Cross Country Healthcare, Inc. (the "Registrant") available for issuance pursuant to awards under the Registrant's 2014 Omnibus Incentive Plan (f/k/a 2007 Stock Incentive Plan) (the "Plan").
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of Common Stock on June 1, 2017, as reported on the Nasdaq Global Select Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of 2,000,000 additional shares of Common Stock under the Plan. Registration Statements on Form S-8 have been filed previously on August 15, 2007 (Registration No. 333-145484), May 10, 2013 (Registration No. 333-188519) and June 10, 2014 (Registration No. 333-196639) for the existing securities under the Plan.



EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statements on Forms S-8 filed previously on August 15, 2007 (Registration No. 333-145484), May 10, 2013 (Registration No. 333-188519) and June 10, 2014 (Registration No. 333-196639) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by Cross Country Healthcare, Inc. (the “Registrant”) to register an additional 2,000,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of the Registrant, which may be awarded under the Cross Country Healthcare, Inc. 2014 Omnibus Incentive Plan (f/k/a 2007 Stock Incentive Plan) (the “Plan”) pursuant to an amendment and restatement of the Plan adopted by the Registrant’s Board of Directors on March 30, 2017, effective and approved by the stockholders of the Registrant on May 23, 2017.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation of Documents by Reference.

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on August 15, 2007 (Registration No. 333-145484), May 10, 2013 (Registration No. 333-188519) and June 10, 2014 (Registration No. 333-196639) by the Registrant are incorporated herein by reference. In addition, the following documents filed with the Commission by the Registrant are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Commission on March 3, 2017;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017, filed with the Commission on May 5, 2017;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on January 12, 2017, February 3, 2017, February 17, 2017, February 22, 2017, March 20, 2017, April 5, 2017, May 1, 2017, May 11, 2017 and May 24, 2017 (excluding any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 and any exhibits included with such Items);
- (d) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-1 filed with the Commission on July 11, 2001 and February 27, 2002, including all amendments or reports filed for the purpose of updating this description; and
- (e) the description of the Registrant's Common Stock contained in the Registrant's prospectus filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act") with the Commission on October 25, 2001 and March 21, 2002.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K (including any exhibits included with such Items) that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (Previously filed as an exhibit to the Registrant's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)
4.2	Amended and Restated By-laws of the Registrant (Previously filed as an exhibit to the Registrant's Form 10-K for the year ended December 31, 2015 and incorporated by reference herein.)
4.3	Form of specimen common stock certificate (Previously filed as an exhibit to the Registrant's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)
5.1	Opinion of Proskauer Rose LLP*
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm *
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm *
23.3	Consent of Proskauer Rose LLP (included in Exhibit 5.1)*
24.1	Power of Attorney (included on signature page)*

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida on June 7, 2017.

CROSS COUNTRY HEALTHCARE, INC.

By: /s/ William J. Grubbs

Name: William J. Grubbs

Title: Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William J. Grubbs and William Burns, and each of them, acting singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William J. Grubbs</u> William J. Grubbs	Chief Executive Officer and President; Director (Principal Executive Officer)	June 7, 2017
<u>/s/ William Burns</u> William Burns	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 7, 2017
<u>/s/ W. Larry Cash</u> W. Larry Cash	Director	June 7, 2017
<u>/s/ Thomas C. Dircks</u> Thomas C. Dircks	Director	June 7, 2017
<u>/s/ Gale Fitzgerald</u> Gale Fitzgerald	Director	June 7, 2017
<u>/s/ Richard M. Mastaler</u> Richard M. Mastaler	Director	June 7, 2017
<u>/s/ Mark Perlberg</u> Mark Perlberg	Director	June 7, 2017
<u>/s/ Joseph Trunfio</u> Joseph Trunfio	Director	June 7, 2017

EXHIBIT INDEX

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (Previously filed as an exhibit to the Registrant's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)
4.2	Amended and Restated By-laws of the Registrant (Previously filed as an exhibit to the Registrant's Form 10-K for the year ended December 31, 2015 and incorporated by reference herein.)
4.3	Form of specimen common stock certificate (Previously filed as an exhibit to the Registrant's Registration Statement on Form S-1/A, Commission File No. 333-64914, and incorporated by reference herein.)
5.1	Opinion of Proskauer Rose LLP*
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm *
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm *
23.3	Consent of Proskauer Rose LLP (included in Exhibit 5.1)*
24.1	Power of Attorney (included on signature page)*

* Filed herewith.

June 7, 2017

The Board Of Directors Of
Cross Country Healthcare, Inc.
5201 Congress Avenue, Suite 100B
Boca Raton, Florida 33487

Ladies and Gentlemen:

We are acting as counsel to Cross Country Healthcare, Inc., a Delaware corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 with exhibits thereto (the "Registration Statement") by the Company under the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder, relating to the registration of 2,000,000 shares of common stock, par value \$0.0001 per share, of the Company (the "Shares") reserved for issuance pursuant to awards under the Cross Country Healthcare, Inc. 2014 Omnibus Incentive Plan (f/k/a 2007 Stock Incentive Plan) (the "Plan").

In so acting, we have participated in the preparation of the Registration Statement and have reviewed the corporate proceedings in connection with the Plan. We have also examined and relied upon originals or copies, certified or otherwise authenticated to our satisfaction, of all such corporate records, documents, agreements and instruments relating to the Company, and certificates of public officials and of representatives of the Company, and have made such investigations of law, and have discussed with representatives of the Company and such other persons such questions of fact, as we have deemed proper and necessary as a basis for rendering this opinion.

Based upon, and subject to, the foregoing, we are of the opinion that the Shares, when and to the extent issued pursuant to the provision of the Plan (including payment of the option exercise prices provided for therein), will be, assuming no change in the applicable law or pertinent facts, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Proskauer Rose LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 3, 2017, relating to the consolidated financial statements of Cross Country Healthcare, Inc., as of December 31, 2016 and 2015 and for the years then ended, and the effectiveness of Cross Country Healthcare Inc.'s internal control over financial reporting as of December 31, 2016, appearing in the Annual Report on Form 10-K of Cross Country Healthcare, Inc. for the year ended December 31, 2016.

/s/ DELOITTE & TOUCHE LLP

Boca Raton , Florida
June 7, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cross Country Healthcare, Inc. 2014 Omnibus Incentive Plan (f/k/a Cross Country Healthcare, Inc. 2007 Stock Incentive Plan) of Cross Country Healthcare, Inc. of our report dated March 6, 2015, with respect to the consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows of Cross Country Healthcare, Inc. and subsidiaries for the year ended December 31, 2014 and the financial statement schedule included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Certified Public Accountants

Boca Raton, Florida
June 7, 2017
